

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u> ,)	Case No. 01-01139 (JKF)
)	
Debtors.)	Jointly Administered

**NOTICE OF APPEARANCE AND
REQUEST FOR NOTICES AND PAPERS**

PLEASE TAKE NOTICE that D.K. Acquisition Partners, L.P., Bear, Stearns & Co. Inc., Fernwood Associates, L.P. and Deutsche Bank Trust Company Americas (collectively the “Unofficial Committee”), hereby appear by its co-counsel, Willkie Farr & Gallagher and Klehr, Harrison, Harvey, Branzburg & Ellers LLP: such counsel hereby enters its appearance pursuant to section 1109(b) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”); and such counsel hereby requests, pursuant to Bankruptcy Rules 2002, 3017 and 9007 and sections 342 and 1109(b) of the Bankruptcy Code, that copies of all notices and pleadings given or filed in the above-captioned case be given and served upon the following persons at the following address, telephone and telecopy number.

Marc Abrams, Esquire
Willkie, Farr & Gallagher
787 Seventh Avenue
New York, NY 10019-6099
Telephone: (212) 728-8200
Facsimile: (212) 821-8111
E-mail: mabrams@willkie.com

Joanne B. Wills, Esquire
Klehr, Harrison, Harvey, Branzburg & Ellers, LLP
919 Market Street, Suite 1000
Wilmington, Delaware 19801
Telephone: (302) 552-5555
Facsimile: (302) 426-9193
E-mail: jwills@klehr.com

PLEASE TAKE FURTHER NOTICE that, pursuant to section 1109(b) of the Bankruptcy Code, the foregoing request includes not only the notices and papers referred to in the Bankruptcy Rules and sections of the Bankruptcy Code specified above, but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading or

request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, delivery, telephone, telegraph, telex or otherwise filed or made with regard to the above-captioned case and proceedings therein.

PLEASE TAKE FURTHER NOTICE that this Request for Notices and Papers shall not be deemed or construed to be a waiver of (A) the Unofficial Committee's rights (i) to have final orders in non-core matters entered only after de novo review by a District Judge (ii) to trial by jury in any proceeding so triable in this case or in any case, controversy, or proceeding related to this case, and (iii) to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (B) any other rights, claims, actions, setoffs, or recoupments to which the Unofficial Committee is or may be entitled, in law or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments the Unofficial Committee expressly reserves.

Dated: August 26, 2003

KLEHR, HARRISON, HARVEY,
BRANZBURG & ELLERS, LLP

By: /s/ Joanne B. Wills
Joanne B. Wills (#2357)
919 Market Street, Suite 1000
Wilmington, Delaware 19801
Telephone: (302) 552-5555
Facsimile: (302) 426-9193
E-mail: jwills@klehr.com

-and-

Marc Abrams
Willkie, Farr & Gallagher
787 Seventh Avenue
New York, NY 10019 6099
Telephone: (212) 728-8200
Facsimile: (212) 821-8111
E-Mail: mabrams@willkie.com

Attorneys for the Unofficial Committee